

John E. Mitchell, SBT # 00797095
David W. Parham, SBT# 15459500
Rosa A. Shirley, SBT # 24056313
BAKER & McKENZIE LLP
Trammell Crow Center
2001 Ross Avenue, Suite 2300
Dallas, Texas 75201
Tel: (214) 978-3000
Fax: (214) 978-3099
john.mitchell@bakermckenzie.com
david.parham@bakermckenzie.com
rosa.shirley@bakermckenzie.com

ATTORNEYS FOR THE DEBTORS

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

IN RE:

BUFFET PARTNERS, L.P., et al.

DEBTORS.¹

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CASE NO. 14-30699-11

CHAPTER 11

Jointly Administered

*(Expedited Hearing Requested for
March 19, 2014 at 2:00 p.m.)*

**DEBTORS' REQUEST FOR EXPEDITED SETTING OF HEARING TO APPROVE (I)
PROCEDURES FOR (A) THE SALE OF SUBSTANTIALLY ALL ASSETS
(B) THE ASSUMPTION AND ASSIGNMENT OF CERTAIN EXECUTORY
CONTRACTS AND UNEXPIRED LEASES (C) THE ESTABLISHMENT OF CURE
AMOUNTS, (II) APPROVING FORM OF NOTICE AND
(III) SETTING A HEARING DATE FOR THE APPROVAL OF THE SALE**

Buffet Partners, L.P. and Buffet G.P., Inc., the above-captioned debtors and debtors-in-possession (the "Debtors") in the above-captioned chapter 11 case (the "Chapter 11 Case"), hereby request that this Court set an expedited hearing for *March 19, 2014, at 2:00 p.m.* to approve the procedures for (a) the sale of substantially all of Buffet Partners, L.P.'s (the

¹ The Debtors in these chapter 11 cases are Buffet Partners, L.P. and Buffet G.P., Inc.

“Debtor” or “Furr’s” or the “Company”) assets pursuant to section 363 of the Bankruptcy Code (the “Sale Procedures”), (b) the assumption and assignment of certain executory contracts and unexpired leases pursuant to section 365 of the Bankruptcy Code, (c) the establishment of cure amounts, (II) setting a hearing date for the approval of the sale (the “Sale Hearing”) and (III) approving the form of notice of the Sale Hearing, all as more fully set forth in and defined in that certain *Debtors’ Expedited Motion for an Order (i) Approving the Procedures for (A) the Sale of Substantially All Assets (B) the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases (C) the Establishment of Cure Amounts, (ii) Approving Form of Notice and (iii) Setting a Hearing Date for the Approval of the Sale* (the “Motion”)[Dkt. No. 184]:

Cause Exists for an Expedited Setting

1. An expedited setting to approve the Sale Procedures is warranted because the Debtors believe that the best way to maximize the value of its estate for the benefit of its creditors is to preserve the going concern value of the Debtors’ business through a sale of substantially all of the Debtors’ assets. The Debtors’ tenuous liquidity position, as described in the Motion, dictates that the Debtors seek a sale of substantially all of their assets at the current time. Simply put, the Debtors do not have the liquidity to finance a lengthy chapter 11 case. In fact, if the assets are not sold, the Debtors anticipate severe liquidity crisis in late April or early May that could result in a substantial negative impact on the Debtors’ business. Accordingly, the Debtors are seeking approval of bid procedures and a sale to the Stalking Horse bidder at the current time in order to avert any liquidity crisis.

2. As a result, and as more fully described in the Motion, the Debtors have negotiated an agreement with the Prepetition Secured Lenders that provides for the Prepetition Secured Lenders (or their designee) to purchase the Debtors’ assets through a credit bid of the

obligations under the Prepetition Facility. Furthermore, the Debtors, Prepetition Secured Lenders and Creditors' Committee have reached a tentative agreement with respect to the Sale Procedures, and all of the aforementioned parties agree that the approval of the Sale Procedures should be heard on an expedited basis on March 19, 2014.

Notice of any expedited setting will be sent via electronic mail (where email addresses are available) and overnight mail to all parties listed on the Master Service List on file in these Bankruptcy Cases.

WHEREFORE, the Debtors respectfully request the Court schedule an expedited hearing on ***March 19, 2014 at 2:00 p.m.*** (a) to approve the Sale Procedures, (b) setting a date for the Sale Hearing, and (c) approving the Sale Notice and (d) granting such other and further relief as is necessary.

Dated: March 14, 2014

Respectfully submitted,

BAKER & McKENZIE LLP

Trammell Crow Center

2001 Ross Avenue, Suite 2300

Dallas, Texas 75201

Tel: (214) 978-3000

Fax: (214) 978-3099

Emails: john.mitchell@bakermckenzie.com

david.parham@bakermckenzie.com

rosa.shirley@bakermckenzie.com

By: /s/ John E. Mitchell

John E. Mitchell, SBT # 00797095

David W. Parham, SBT# 15459500

Rosa A. Shirley, SBT #24056313

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CERTIFICATE OF CONFERENCE

This is to certify that on March 14, 2014, I conferred with counsel regarding the relief requested herein, to include the request for an expedited setting. The Prepetition Secured Lenders and Creditors' Committee do not oppose an expedited setting of a hearing to approve the Sale Procedures.

/s/ John E. Mitchell
John E. Mitchell

CERTIFICATE OF SERVICE

This is to certify that on March 14, 2014, a copy of the foregoing document was served on the parties registered to receive electronic notification via the Electronic Case Filing System for the United States Bankruptcy Court for the Northern District of Texas, and on those parties on the Master Service List via first class mail.

/s/ John E. Mitchell
John E. Mitchell